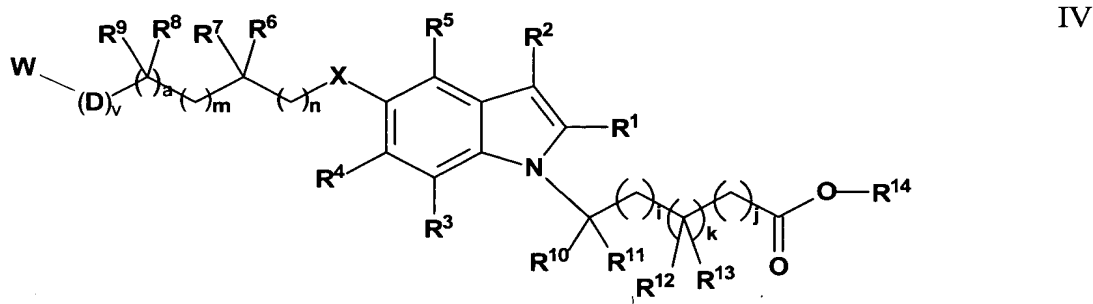


This listing of claims will replace all prior versions, and listings, of claims in the application.

**Listing of Claims:**

1. (Currently Amended) A compound having the Formula IV:



wherein:

$R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$  and  $R^5$  independently represent hydrogen, halogen, alkyl, aryl, aralkyl, heteroaryl or heteroarylalkyl;

$R^6$ ,  $R^7$ ,  $R^8$  and  $R^9$  independently represent hydrogen, alkyl, hydroxyalkyl, aminoalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, carboxyalkyl, aryl or aralkyl;

or  $R^6$  and  $R^7$  are taken together to form  $-(CH_2)_p-$ , where  $p$  is 2-8, while  $R^8$  and  $R^9$  are defined as above; or  $R^8$  and  $R^9$  are taken together to form  $-(CH_2)_q-$ , where  $q$  is 2-8, while  $R^6$  and  $R^7$  are defined as above; or  $R^6$  and  $R^8$  are taken together to form  $-(CH_2)_r-$ , while  $r$  is zero (a bond), 1 or 2, while  $R^7$  and  $R^9$  are defined as above;

$X$  represents oxygen, sulfur,  $-CH_2-$ ,  $-NH-$ ,  $-(C=O)NH-$  or  $-NH(C=O)-$ ;

$n$  is from 0 to 4;

$m$  is from 0 to 4;

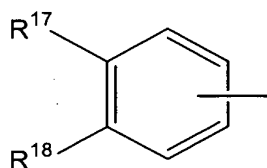
$a$  is 0 or 1;

$D$  represents oxygen;

$v$  is 0 or 1;

$R^{10}$ ,  $R^{11}$ ,  $R^{12}$  and  $R^{13}$  independently represent: hydrogen; hydroxy; alkyl; alkoxy; cycloalkyl; aryl, optionally substituted with one or more of halogen, hydroxy, cyano, alkyl, aryl, alkoxy, haloalkyl, arylalkyl, arylalkoxy, aryloxy, alkylsulfonyl, alkylsulfinyl, alkylalkoxyaryl, monoalkylamino, dialkylamino, aminoalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, alkanoyl; monoalkylamino; dialkylamino; aminoalkyl;

monoalkylaminoalkyl; dialkylaminoalkyl; alkanoyl; heteroaryl having 5-14 ring members, optionally substituted with one or more of halogen, hydroxy, cyano, alkyl, aryl, alkoxy, haloalkyl, arylalkyl, arylalkoxy, aryloxy, alkylsulfonyl, alkylsulfinyl, alkylalkoxyaryl, monoalkylamino, dialkylamino, aminoalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, alkanoyl; or



wherein R<sup>17</sup> and R<sup>18</sup> together form -CH<sub>2</sub>CH<sub>2</sub>-O-, -O-CH<sub>2</sub>CH<sub>2</sub>-, -O-CH<sub>2</sub>-O- or -O-CH<sub>2</sub>CH<sub>2</sub>-O-; or R<sup>10</sup> and R<sup>12</sup> are taken together to form -(CH<sub>2</sub>)<sub>s</sub>-, wherein s is 0 (a bond) or 1 to 4, while R<sup>11</sup> and R<sup>13</sup> are as defined as above; or R<sup>10</sup> and R<sup>12</sup> are taken together to form a double bond when i is 0 and k is 1, while R<sup>11</sup> and R<sup>13</sup> are as defined above; or R<sup>10</sup> and R<sup>11</sup> are taken together to form -(CH<sub>2</sub>)<sub>t</sub>-, wherein t is 2 to 8, while R<sup>12</sup> and R<sup>13</sup> are as defined as above, or R<sup>12</sup> and R<sup>13</sup> are taken together to form -(CH<sub>2</sub>)<sub>u</sub>-, wherein u is 2 to 8, while R<sup>10</sup> and R<sup>11</sup> are as defined as above;

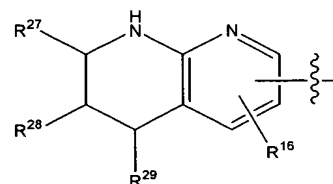
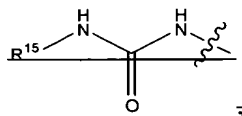
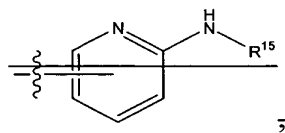
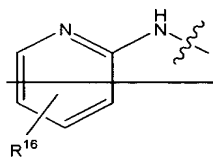
i is from 0 to 4;

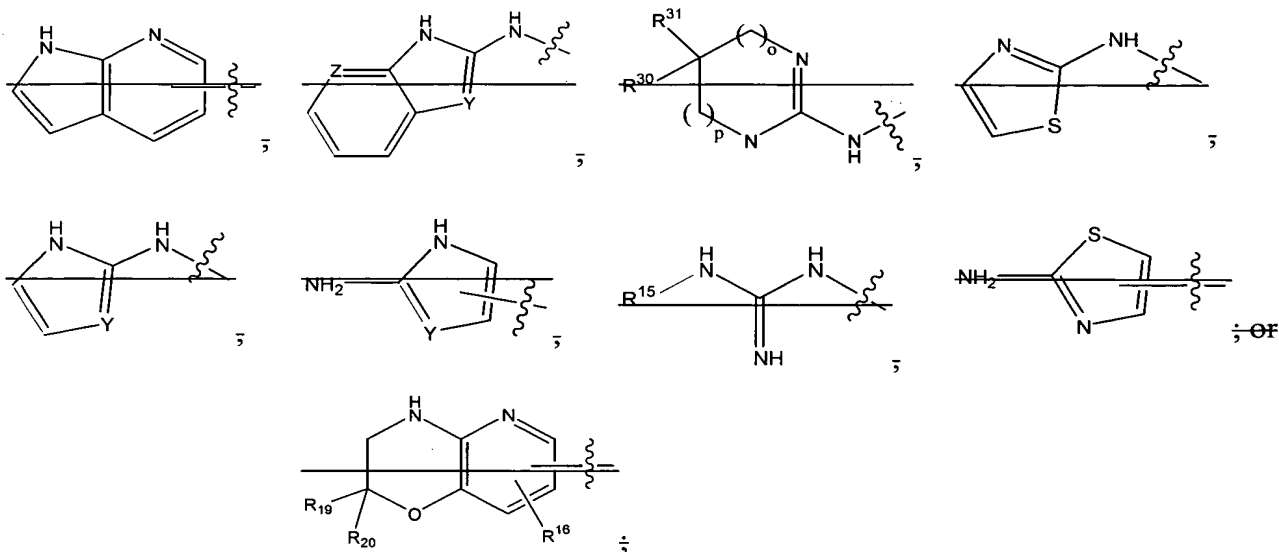
j is from 0 to 4;

k is 0 or 1;

R<sup>14</sup> is hydrogen or a functionality that acts as a prodrug, including alkyl, aryl, aralkyl, dialkylaminoalkyl, 1-morpholinoalkyl, 1-piperidinylalkyl, pyridinylalkyl, alkoxy(alkoxy)alkoxyalkyl, or (alkoxycarbonyl)oxyethyl;

W is:





wherein:

~~Y is N or CH;~~

~~Z is N or CH;~~

~~R<sup>15</sup> is hydrogen, halogen, alkyl, aryl or arylalkyl;~~

~~R<sup>16</sup> is hydrogen, alkyl, haloalkyl or halogen; and~~

~~R<sup>19</sup> and R<sup>20</sup> are independently hydrogen, halogen or alkyl;~~

~~R<sup>27</sup>, R<sup>28</sup>, and R<sup>29</sup>, R<sup>30</sup> and R<sup>31</sup> are independently hydrogen, halogen, alkyl, alkoxy or aryl; and~~  
~~o and p are independently 0, 1 or 2.~~

2. (Original) The compound of claim 1, wherein R<sup>14</sup> is a prodrug, selected from the group consisting of: alkyl, aryl, aralkyl, dialkylaminoalkyl, 1-morpholinoalkyl, 1-piperidinylalkyl, pyridinylalkyl, alkoxy(alkoxy) alkoxyalkyl, or (alkoxycarbonyl)oxyethyl.

3. (Currently Amended) The compound of claim 1, wherein:

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> independently represent hydrogen, halogen, (C<sub>1-8</sub>)alkyl, (C<sub>6-10</sub>)aryl, (C<sub>6-10</sub>)ar(C<sub>1-8</sub>)alkyl, 5-14 member heteroaryl, or 5-14 member heteroaryl(C<sub>1-8</sub>)alkyl;

R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup> and R<sup>9</sup> independently represent hydrogen, (C<sub>1-8</sub>)alkyl, hydroxy(C<sub>1-8</sub>)alkyl, amino(C<sub>1-8</sub>)alkyl, mono(C<sub>1-8</sub>)alkylamino(C<sub>1-8</sub>)alkyl, di(C<sub>1-8</sub>)alkylamino(C<sub>1-8</sub>)alkyl, carboxy(C<sub>1-8</sub>)alkyl, (C<sub>6-10</sub>)aryl or (C<sub>6-10</sub>)ar(C<sub>1-8</sub>)alkyl;

or  $R^6$  and  $R^7$  are taken together to form  $-(CH_2)_p-$ , where  $p$  is 2-8, while  $R^8$  and  $R^9$  are defined as above; or  $R^8$  and  $R^9$  are taken together to form  $-(CH_2)_q-$ , where  $q$  is 2-8, while  $R^6$  and  $R^7$  are defined as above; or  $R^6$  and  $R^8$  are taken together to form  $-(CH_2)_r-$ , while  $r$  is zero (a bond), 1 or 2, while  $R^7$  and  $R^9$  are defined as above;

$X$  represents oxygen, sulfur,  $-CH_2-$ ,  $-NH-$ ,  $-(C=O)NH-$  or  $-NH(C=O)-$ ;

$n$  is from 0 to 4;

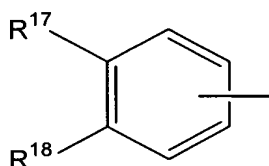
$m$  is from 0 to 4;

$a$  is from 0 or 1;

$D$  represents oxygen;

$v$  is from 0 or 1;

$R^{10}$ ,  $R^{11}$ ,  $R^{12}$  and  $R^{13}$  independently represent: hydrogen; hydroxy;  $(C_{1-8})$ alkyl;  $(C_{1-8})$ alkoxy;  $(C_{3-8})$ cycloalkyl;  $(C_{6-10})$ aryl, optionally substituted with one or more of halogen, hydroxy, cyano,  $(C_{1-8})$ alkyl,  $(C_{6-10})$ aryl,  $(C_{1-8})$ alkoxy, halo $(C_{1-8})$ alkyl,  $(C_{6-10})$ aryl $(C_{1-8})$ alkyl,  $(C_{6-10})$ aryl $(C_{1-8})$ alkoxy,  $(C_{6-10})$ aryloxy,  $(C_{1-8})$ alkylsulfonyl,  $(C_{1-8})$ alkylsulfinyl,  $(C_{1-8})$ alkoxy $(C_{6-10})$ aryl $(C_{1-8})$ alkyl, mono $(C_{1-8})$ alkylamino, di $(C_{1-8})$ alkylamino, amino $(C_{1-8})$ alkyl, mono $(C_{1-8})$ alkylamino $(C_{1-8})$ alkyl, di $(C_{1-8})$ alkylamino $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkanoyl; mono $(C_{1-8})$ alkylamino; di $(C_{1-8})$ alkylamino; amino $(C_{1-8})$ alkyl; mono $(C_{1-8})$ alkylamino $(C_{1-8})$ alkyl; di $(C_{1-8})$ alkylamino $(C_{1-8})$ alkyl;  $(C_{1-8})$ alkanoyl; heteroaryl having 5-14 ring members, optionally substituted with one or more of halogen, hydroxy, cyano,  $(C_{1-8})$ alkyl,  $(C_{6-10})$ aryl,  $(C_{1-8})$ alkoxy, halo $(C_{1-8})$ alkyl,  $(C_{6-10})$ aryl $(C_{1-8})$ alkyl,  $(C_{6-10})$ aryl $(C_{1-8})$ alkoxy,  $(C_{6-10})$ aryloxy,  $(C_{1-8})$ alkylsulfonyl,  $(C_{1-8})$ alkylsulfinyl,  $(C_{1-8})$ alkoxy $(C_{6-10})$ aryl $(C_{1-8})$ alkyl, mono $(C_{1-8})$ alkylamino, di $(C_{1-8})$ alkylamino, amino $(C_{1-8})$ alkyl, mono $(C_{1-8})$ alkylamino $(C_{1-8})$ alkyl, di $(C_{1-8})$ alkylamino $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkanoyl; or



wherein  $R^{17}$  and  $R^{18}$  together form  $-CH_2CH_2-O-$ ,  $-O-CH_2CH_2-$ ,  $-O-CH_2-O-$  or  $-O-CH_2CH_2-O-$ ; or

$R^{10}$  and  $R^{12}$  are taken together to form  $-(CH_2)_s-$ , wherein  $s$  is 0 (a bond) or 1 to 4, while  $R^{11}$  and  $R^{13}$  are as defined as above; or  $R^{10}$  and  $R^{12}$  are taken together to form a double bond when  $i$  is 0 and  $k$  is 1, while  $R^{11}$  and  $R^{13}$  are as defined above; or  $R^{10}$  and  $R^{11}$  are taken together to form  $-(CH_2)_t-$ , wherein  $t$  is 2 to 8, while  $R^{12}$  and  $R^{13}$  are as defined as above, or  $R^{12}$  and  $R^{13}$  are taken together to form  $-(CH_2)_u-$  wherein  $u$  is 2 to 8, while  $R^{10}$  and  $R^{11}$  are as defined as above; or

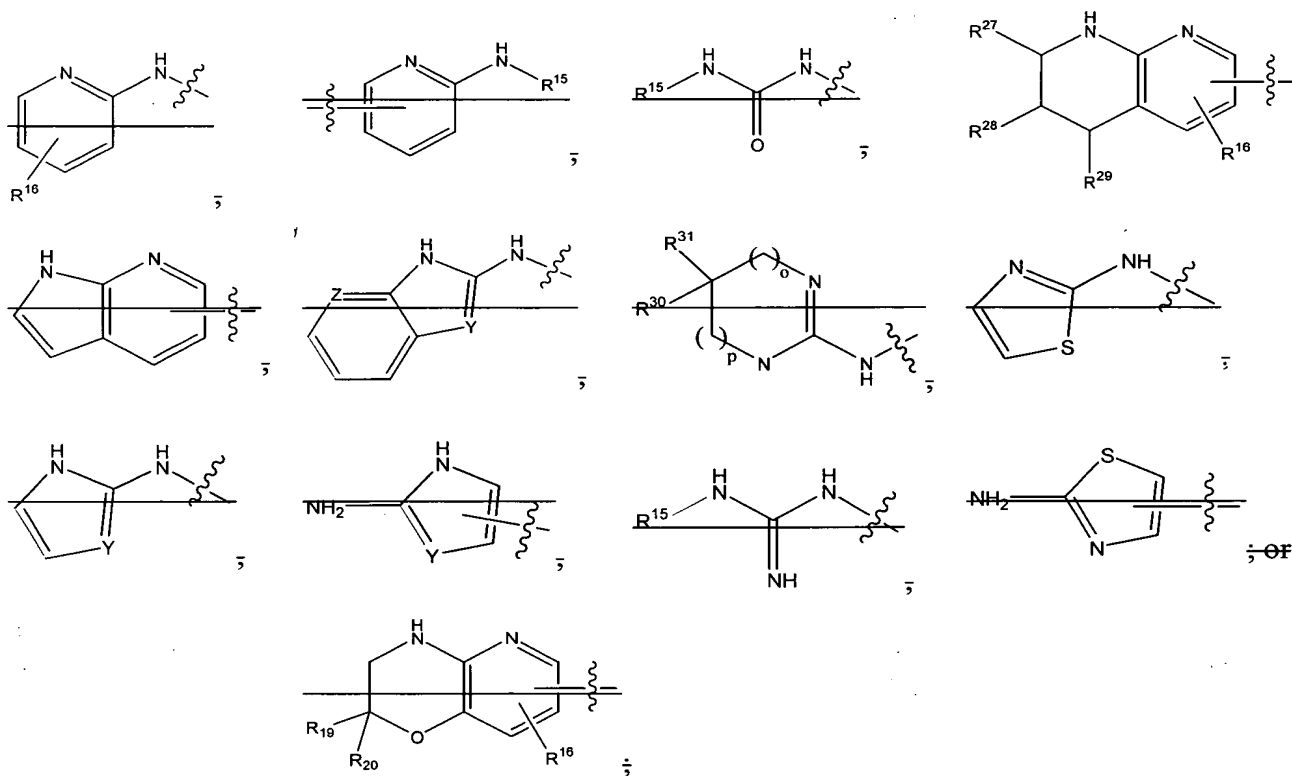
$i$  is from 0 to 4;

$j$  is from 0 to 4; and

$k$  is 0 or 1;

$R^{14}$  is hydrogen or a functionality that acts as a prodrug;

$W$  is:



wherein:

$Y$  is  $N$  or  $CH$ ;

$Z$  is  $N$  or  $CH$ ;

$R^{15}$  is hydrogen, halogen,  $(C_{1-8})$ alkyl,  $(C_{6-10})$ aryl or  $(C_{6-10})$ aryl $(C_{1-8})$ alkyl;

$R^{16}$  is hydrogen,  $(C_{1-8})$ alkyl, halo $(C_{1-8})$ alkyl or halogen;  
 ~~$R^{19}$  and  $R^{20}$  are independently hydrogen, halogen or  $(C_{1-8})$ alkyl; and~~  
 $R^{27}$ ,  $R^{28}$ , and  $R^{29}$ ,  ~~$R^{30}$  and  $R^{31}$~~  are independently hydrogen, halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, or  $(C_{6-10})$ aryl ~~and~~  
~~o and p are independently 0, 1 or 2.~~

4. (Original) The compound of claim 1, wherein  $R^1$  and  $R^2$  independently represent hydrogen, halogen,  $(C_{1-6})$ alkyl,  $(C_{6-10})$ aryl,  $(C_{6-10})$ ar $(C_{1-6})$ alkyl, 5-14 member heteroaryl, or 5-14 member heteroaryl $(C_{1-8})$ alkyl.

5. (Original) The compound of claim 4, wherein  $R^1$  and  $R^2$  independently represent hydrogen, methyl, ethyl, propyl, butyl, phenyl, benzyl or phenylethyl.

6. (Original) The compound of claim 5, wherein  $R^1$  and  $R^2$  independently represent hydrogen, methyl, ethyl or propyl.

7. (Original) The compound of claim 1, wherein  $R^3$ ,  $R^4$  and  $R^5$  independently represent hydrogen,  $(C_{1-6})$ alkyl,  $(C_{6-10})$ aryl, or  $(C_{6-10})$ ar $(C_{1-6})$ alkyl.

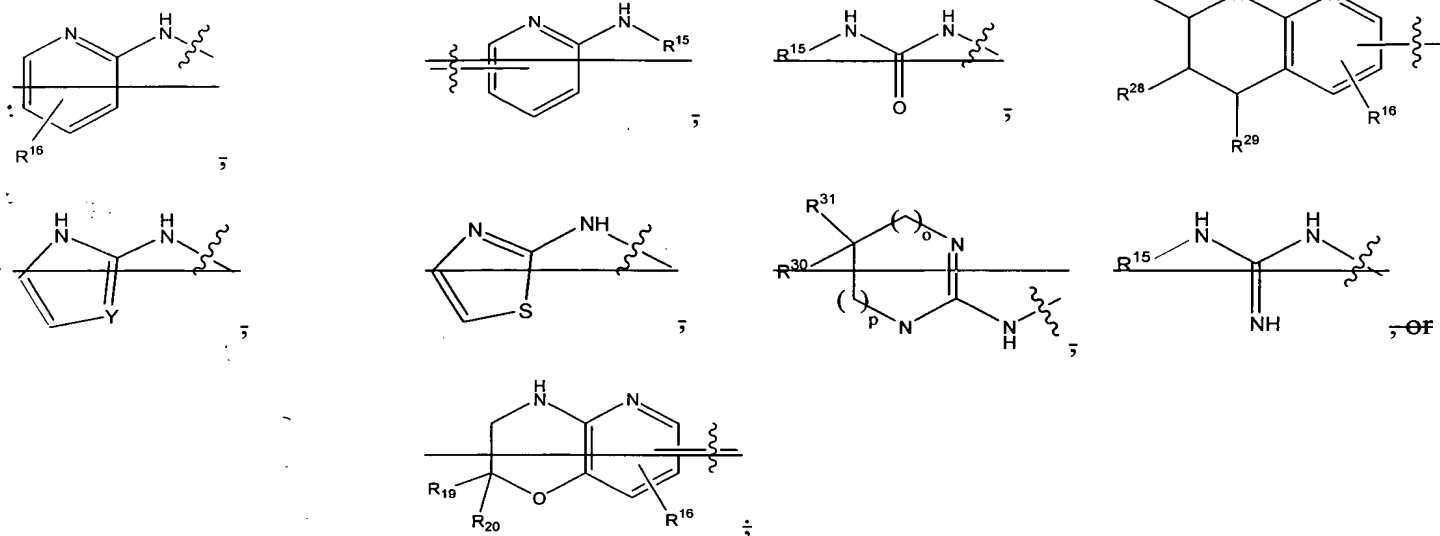
8. (Original) The compound of claim 7, wherein  $R^3$ ,  $R^4$  and  $R^5$  are hydrogen or  $(C_{1-4})$ alkyl.

9. (Original) The compound of claim 1, wherein  $R^6$ ,  $R^7$ ,  $R^8$  and  $R^9$  independently represent hydrogen, halogen or  $(C_{1-6})$ alkyl.

10. (Original) The compound of claim 1, wherein X is oxygen,  $-CH_2-$  or  $-(C=O)NH-$ .

11. (Original) The compound of claim 10, wherein X is oxygen or  $-CH_2-$ .

12. (Currently Amended) The compound of claim 1, wherein W is:



wherein:

~~Y is N or CH;~~

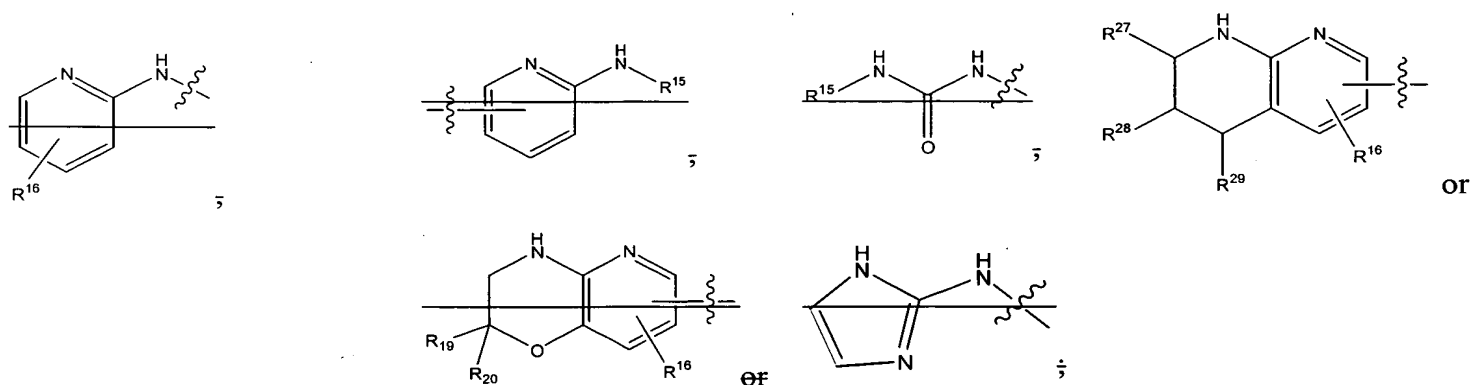
~~R<sup>15</sup> is hydrogen, halogen, (C<sub>1-8</sub>)alkyl, (C<sub>6-10</sub>)aryl or (C<sub>6-10</sub>)aryl(C<sub>1-8</sub>)alkyl;~~

~~R<sup>16</sup> is hydrogen, (C<sub>1-8</sub>)alkyl, halo(C<sub>1-8</sub>)alkyl or halogen; and~~

~~R<sup>19</sup> and R<sup>20</sup> are hydrogen, halogen or (C<sub>1-8</sub>)alkyl; and~~

~~R<sup>27</sup>, R<sup>28</sup>, and R<sup>29</sup>, R<sup>30</sup> and R<sup>31</sup> are hydrogen, halogen, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy, or (C<sub>6-10</sub>)aryl.~~

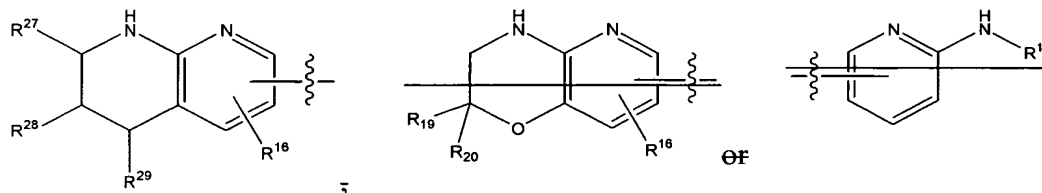
13. (Currently Amended) The compound of claim 1, wherein W is



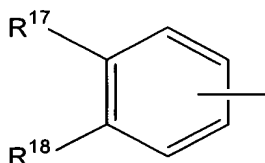
wherein:

~~R<sup>15</sup> is hydrogen, halogen, (C<sub>1-8</sub>)alkyl, (C<sub>6-10</sub>)aryl or (C<sub>6-10</sub>)aryl(C<sub>1-8</sub>)alkyl;~~

14. (Currently Amended) The compound of claim 13, wherein W is

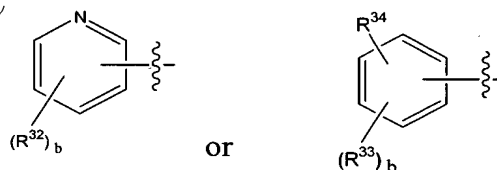


16. (Original) The compound of claim 1, wherein R<sup>10</sup>, R<sup>11</sup>, R<sup>12</sup> and R<sup>13</sup> independently represent a heteroaryl having 5-14 ring members, optionally substituted with one or more of halogen, hydroxy, cyano, (C<sub>1-8</sub>)alkyl, (C<sub>1-8</sub>)alkoxy(C<sub>6-10</sub>)aryl, (C<sub>1-8</sub>)alkoxy, halo(C<sub>1-8</sub>)alkyl, (C<sub>6-10</sub>)aryl(C<sub>1-8</sub>)alkyl, (C<sub>6-10</sub>)aryl(C<sub>1-8</sub>)alkoxy, (C<sub>6-10</sub>)aryloxy, (C<sub>1-8</sub>)alkylsulfonyl, (C<sub>1-8</sub>)alkylsulfinyl, (C<sub>1-8</sub>)alkylamino, (C<sub>1-8</sub>)alkylamino(C<sub>1-8</sub>)alkyl, di(C<sub>1-8</sub>)alkylamino, di(C<sub>1-8</sub>)alkylamino(C<sub>1-8</sub>)alkyl, or carboxy(C<sub>1-8</sub>)alkyl; or



17. (Original) The compound of claim 1, wherein R<sup>12</sup> and R<sup>13</sup> are independently thiazolyl, benzofuranyl,





wherein:

b is from 0 to 4;

$R^{32}$  is halogen,  $(C_{1-6})$ alkyl, halo $(C_{1-6})$ alkyl,  $(C_{1-6})$ alkoxy,

$(C_{1-6})$ alkoxy $(C_{1-6})$ alkyl or halo $(C_{1-6})$ alkoxy;

$R^{33}$  is halogen; and

$R^{34}$  is  $(C_{1-6})$ alkyl, hydroxy or  $(C_{1-6})$ alkoxy, or

two of  $R^{32}$ , or two of  $R^{33}$ , or one of  $R^{33}$  and  $R^{34}$ , when attached to adjacent carbon atoms, may together form a ring, wherein the ring formed is an aliphatic, aryl or heteroaryl ring, each of which may be optionally substituted by one or more of halogen, hydroxy, cyano, alkyl, aryl, alkoxy, haloalkyl, arylalkyl, arylalkoxy, aryloxy, alkylsulfonyl, alkylsulfinyl, alkoxyarylalkyl, monoalkylamino, dialkylamino, aminoalkyl, monoalkylaminoalkyl, dialkylaminoalkyl, alkanoyl; monoalkylamino; dialkylamino; aminoalkyl; monoalkylaminoalkyl; dialkylaminoalkyl; alkanoyl.

18. (Original) The compound of claim 1, wherein  $R^{10}$  and  $R^{12}$  are taken together to form a double bond where i is 0 and k is 1, and  $R^{11}$  and  $R^{13}$  are each hydrogen.

19. (Original) The compound of claim 1, wherein  $R^{10}$  is an optionally substituted aryl or an optionally substituted heteroaryl.

20. (Original) The compound of claim 1, wherein i and j are each 0.

21. (Original) The compound of claim 1, wherein k is 1.

22. (Original) The compound of claim 1, wherein  $R^{14}$  is hydrogen.

23. (Original) The compound of claim 1, wherein i and j are each zero; k is one;  $R^{10}$ ,  $R^{11}$  and  $R^{12}$  are each hydrogen; and  $R^{13}$  is hydrogen,  $(C_{1-6})$ alkyl,  $(C_{6-10})$ aryl or  $(C_{6-10})$ ar $(C_{1-4})$ alkyl.

24. (Currently Amended) The compound of claim 1, wherein:

$R^1$  is hydrogen or  $(C_{1-4})$ alkyl;

$R^2$ ,  $R^3$ ,  $R^4$ , and  $R^5$  are hydrogen or  $(C_{1-4})$ alkyl;

$R^6$ ,  $R^7$ ,  $R^8$  and  $R^9$  are hydrogen or  $(C_{1-4})$ alkyl;

X is oxygen or  $-CH_2-$ ;

n is 0 or 1;

m is 0 or 1;

$R^{10}$ ,  $R^{11}$ ,  $R^{12}$  and  $R^{13}$  independently represent hydrogen,  $(C_{1-6})$ alkyl or  $(C_{6-10})$ ar $(C_{1-6})$ alkyl; or

one of the combination  $R^{10}$  and  $R^{11}$ ,  $R^{12}$  and  $R^{13}$  or  $R^{10}$  and  $R^{12}$  are taken together to form  $-(CH_2)_s-$ , wherein s is 1 or 2 while the remaining of  $R^{10}$ - $R^{13}$  are as defined above;

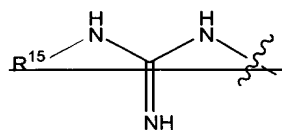
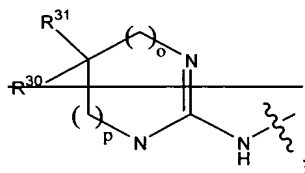
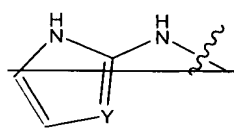
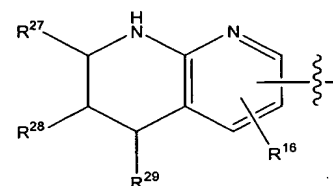
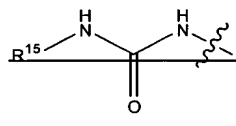
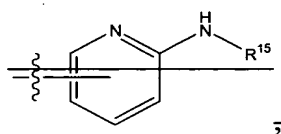
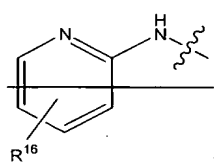
i is 0 or 1;

j is 0 or 1;

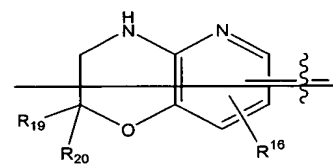
k is 0 or 1;

$R^{14}$  is hydrogen,  $C_{1-6}$  alkyl or benzyl;

W is:



or



wherein:

~~Y is N or CH;~~

~~$R^{15}$  is hydrogen, halogen,  $(C_{1-8})$ alkyl,  $(C_{6-10})$ aryl or  $(C_{6-10})$ aryl $(C_{1-8})$ alkyl;~~

$R^{16}$  is hydrogen,  $(C_{1-8})$ alkyl, halo $(C_{1-8})$ alkyl or halogen; and  
 ~~$R^{19}$  and  $R^{20}$  are hydrogen, halogen or  $(C_{1-8})$ alkyl; and~~  
 $R^{27}$ ,  $R^{28}$ , and  $R^{29}$ ,  ~~$R^{30}$  and  $R^{31}$~~  are hydrogen, halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, or  $(C_{6-10})$ aryl.

25. (Original) The compound of claim 24, wherein  $R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ ,  $R^8$ ,  $R^9$ ,  $R^{11}$ ,  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  are hydrogen.

26. (Original) The compound of claim 1, wherein  $R^{10}$  and  $R^{11}$  are taken together to form -  
 $(CH_2)_t$ -, where t is 2 to 5 and  $R^{12}$  and  $R^{13}$  are each hydrogen.

27. (Original) The compound of claim 1, wherein  $R^{12}$  and  $R^{13}$  are taken together to form -  
 $(CH_2)_u$ -, where u is 2 to 5 and  $R^{10}$  and  $R^{11}$  are each hydrogen.

28. (Original) The compound of claim 1, wherein  $R^{10}$  and  $R^{12}$  are taken together to form -  
 $(CH_2)_s$ - where s is zero or 1 to 4, and  $R^{11}$  and  $R^{13}$  are each hydrogen.

29. (Original) The compound of claim 1, wherein:

X is  $-(C=O)NH$ -;

n, m, a and v are each 0; and

$R^6$ ,  $R^7$ ,  $R^{12}$  and  $R^{13}$  are hydrogen.

30. (Original) The compound of claim 1, wherein:

X is oxygen;

n and m are each 0;

a and v are each 1;

D is oxygen;

$R^6$ ,  $R^7$ ,  $R^8$  and  $R^9$  are hydrogen.

31. (Original) The compound of claim 1, wherein:

X is oxygen;

n, m and v are each 0;

a is 1; and

$R^6$ ,  $R^7$ ,  $R^{12}$  and  $R^{13}$  are hydrogen.

32. (Original) The compound of claim 1, wherein:

X is  $-\text{CH}_2-$ ;

n, m and v are each 0;

a is 1; and

$R^6$ ,  $R^7$ ,  $R^{12}$  and  $R^{13}$  are hydrogen.

33. (Original) The compound of claim 1, wherein v is 0.

34. (Currently Amended) The compound of claim 1, wherein

$R^1$  is hydrogen or  $-\text{CH}_3$ ;

$R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ ,  $R^8$  and  $R^9$  are hydrogen;

X is oxygen or  $-\text{CH}_2-$ ;

n is 0 or 1;

m is 0 or 1;

$R^{10}$ ,  $R^{11}$ ,  $R^{12}$  and  $R^{13}$  independently represent hydrogen,

$(\text{C}_1\text{-C}_6)\text{alkyl}$  or  $(\text{C}_{6-10})\text{ar}(\text{C}_{1-6})\text{alkyl}$ ; or

one of the combination  $R^{10}$  and  $R^{11}$ ,  $R^{12}$  and  $R^{13}$  or  $R^{10}$  and  $R^{12}$  are taken together to form  $-(\text{CH}_2)_s-$ , wherein s is 1 while the remaining of  $R^{10}$ - $R^{13}$  are defined above;

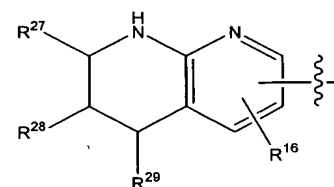
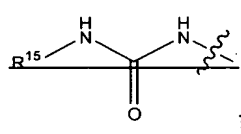
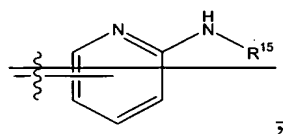
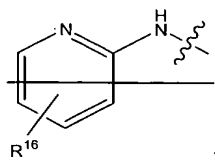
i is 0 or 1;

j is 0 or 1;

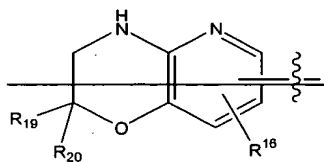
k is 0 or 1;

$R^{14}$  is hydrogen or alkyl;

W is:



OF



wherein:

$R^{15}$  is hydrogen, halogen,  $(C_{1-8})$ alkyl,  $(C_{6-10})$ aryl or  $(C_{6-10})$ aryl $(C_{1-8})$ alkyl;

$R^{16}$  is hydrogen,  $(C_{1-8})$ alkyl, halo $(C_{1-8})$ alkyl or halogen; and

$R^{27}$ ,  $R^{28}$ , and  $R^{29}$ ,  $R^{30}$  and  $R^{31}$  are hydrogen, halogen,  $(C_{1-8})$ alkyl,  $(C_{1-8})$ alkoxy, or  $(C_{6-10})$ aryl.

35. (Original) The compound of claim 1, wherein:

v, m, n, i and j are 0;

a is 1;

$R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ ,  $R^8$ ,  $R^9$ ,  $R^{11}$ ,  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  are each hydrogen; and

$R^{10}$  is pyridinyl.

36. (Original) The compound of claim 1, wherein:

v, m, n, i and j are 0;

a is 1;

$R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ ,  $R^8$ ,  $R^9$ ,  $R^{11}$ ,  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  are each hydrogen; and

$R^{10}$  is quinolinyl.

37. (Original) The compound of claim 1, wherein:

v, m, n, i and j are 0;

a is 1;

$R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ ,  $R^8$ ,  $R^9$ ,  $R^{11}$ ,  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  are each hydrogen; and

$R^{10}$  is methoxyphenyl.

38. (Currently Amended) The compound of claim 1, which is one of:

~~3-{5-[3-(2-pyridylamino)propoxy]indolyl}propanoic acid;~~

~~3-{5-[3-(2-pyridylamino)propoxy]indolyl}acetic acid;~~

~~3-{2-methyl-5-[3-(2-pyridylamino)propoxy]indolyl}propanoic acid;~~

~~2-(trans-2-{5-[3-(2-pyridylamino)propoxy]indolyl}-cyclopropyl)acetic acid;~~  
~~3-(5-{2-[6-(methylamino)-2-pyridyl]ethoxy}indolyl)propanoic acid;~~  
~~2-benzyl-3-{5-[3-(2-pyridylamino)propoxy]indolyl}propanoic acid;~~  
~~2-methyl-3-{5-[3-(2-pyridylamino)propoxy]indolyl}propanoic acid;~~  
~~2-({5-[3-(2-pyridylamino)propoxy]indolyl}methyl)pentanoic acid;~~  
~~2-({5-[3-(2-pyridylamino)propoxy]indolyl}methyl)octanoic acid;~~  
~~3-[5-(3-{[benzylamino]carbonylamino}propoxy)indolyl]propanoic acid;~~  
3-[5-(2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-acetylamino)-indol-1-yl]-hexanoic  
acid;  
~~3-(5-{2-[N-(4,5-dihydro-1H-imidazol-2-yl)-amino]ethoxy}-indol-1-yl)-3-phenyl-  
propionic acid;~~  
~~3-(5-{2-[guanidino]oxy}ethoxy)-indol-1-yl)-3-phenyl-propionic acid;~~  
3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-hexanoic  
acid;  
3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic  
acid;  
3-phenyl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-  
propionic acid;  
3-phenyl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-  
propionic acid;  
3-(3-benzyloxy-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-  
indol-1-yl}-propionic acid;  
3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-3-p-tolyl-  
propionic acid;  
3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-3-m-tolyl-  
propionic acid;  
3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-3-o-tolyl-  
propionic acid;  
3-biphenyl-4-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-  
yl}-propionic acid;

3-(3,5-dichloro-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-(3,5-difluoro-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-(3-cyano-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-(4-cyano-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-(2-methoxy-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-(3-methoxy-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-(4-methoxy-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-quinolin-3-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-(3-chloro-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-naphthalen-2-yl-3-{5-[2-(5,6,7,8-Tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-(2-chloro-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-naphthalen-1-yl-3-{5-[2-(5,6,7,8-Tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-(4-fluoro-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-3-(3-trifluoromethyl-phenyl)-propionic acid;

3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-3-(4-trifluoromethyl-phenyl)-propionic acid;

3-pyridin-3-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-pyridin-2-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-pyridin-4-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-acrylic acid;

3-(2,3-dihydro-benzofuran-5-yl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-benzo[1,3]dioxol-5-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-(5-methanesulfonyl-pyridin-3-yl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

~~3-{5-[2-(6-methylamino-pyridin-2-yl)-ethoxy]-indol-1-yl}-3-phenyl-propionic acid;~~

~~3-{5-[2-(6-methylamino-pyridin-2-yl)-ethoxy]-indol-1-yl}-3-quinolin-3-yl-propionic acid;~~

~~3-{5-[2-(6-methylamino-pyridin-2-yl)-ethoxy]-indol-1-yl}-3-pyridin-3-yl-propionic acid;~~

~~3-{5-[2-(6-methylamino-pyridin-2-yl)-ethoxy]-indol-1-yl}-hexanoic acid;~~

3-{5-[2-(2-methyl-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)-ethyl]-indol-1-yl}-propionic acid;

3-{5-[3-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-propyl]-indol-1-yl}-propionic acid;

3-{5-[3-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-propyl]-indol-1-yl}-hexanoic acid;

3-phenyl-3-{5-[3-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-propyl]-indol-1-yl}-propionic acid;

~~3-{5-[2-(3,4-dihydro-2H-pyrido[3,2-b][1,4]oxazin-6-yl)-ethoxy]-indol-1-yl}-3-phenyl-propionic acid;~~

3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-3-[5-(2,2,2-trifluoro-ethoxy)-pyridin-3-yl]-propionic acid;



3-(5-ethoxy-pyridin-3-yl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-pyridin-4-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-pyridin-2-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-acrylic acid;

~~6-(2-hydroxy-ethyl)-2,3-dihydro-pyrido[3,2-b][1,4]oxazine-4-carboxylic acid tert-butyl ester;~~

~~3-{5-[2-(6-methylamino-pyridin-2-yl)-ethoxy]-indol-1-yl}-3-quinolin-3-yl-propionic acid;~~

or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof.

39. (Currently Amended) The compound of claim 1, which is one of:

3-(3-methoxy-phenyl)-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-quinolin-3-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-pyridin-3-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

3-pyridin-2-yl-3-{5-[2-(5,6,7,8-tetrahydro-[1,8]naphthyridin-2-yl)-ethoxy]-indol-1-yl}-propionic acid;

~~3-{5-[2-(6-methylamino-pyridin-2-yl)-ethoxy]-indol-1-yl}-3-quinolin-3-yl-propionic acid;~~

or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof.

40. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier or diluent.

41. (Previously Presented) A method of treating a pathological condition selected from the group consisting of osteoporosis, macular degeneration, diabetic retinopathy, rheumatoid

arthritis and sickle cell anemia, in a mammal in need of such treatment, comprising administering to said mammal an effective amount of a compound of claim 1.

42. (Canceled)

43. (Original) The method of claim 41, wherein said condition is osteoporosis.

44. (Canceled)

45. (Canceled)

46. (Original) The method of claim 41, wherein said condition is macular degeneration.

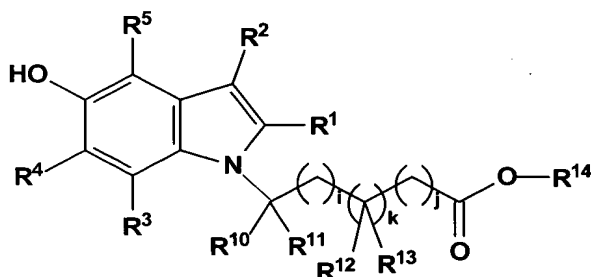
47. (Original) The method of claim 41, wherein said condition is diabetic retinopathy.

48. (Original) The method of claim 41, wherein said condition is rheumatoid arthritis.

49. (Original) The method of claim 41, wherein said condition is sickle cell anemia.

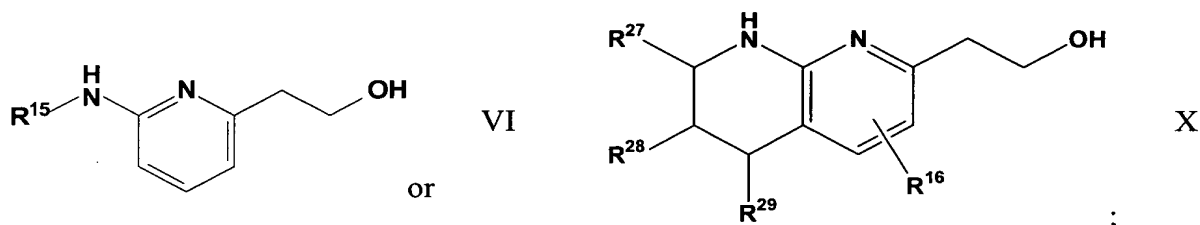
50. (Original) A process for preparing a substituted indole compound of claim 1, comprising:

reacting a compound of Formula V:



or a salt, hydrate or solvate thereof, wherein  $R^1$ ,  $R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ ,  $R^{13}$ ,  $R^{14}$ ,  $i$  and  $j$  are as defined in claim 1,

with the compound of Formula VI or Formula X:



or a salt, hydrate or solvate thereof, wherein  $R^{15}$ ,  $R^{16}$ ,  $R^{27}$ ,  $R^{28}$  and  $R^{29}$  are as defined in claim 1, to form a substituted indole compound of claim 1.

Claims 51-53 (Canceled)

54. (Original) A method for treating a central nervous system (CNS) related disorder, selected from the group consisting of: neuronal loss associated with stroke, ischemia, CNS trauma, hypoglycemia, surgery, a neurodegenerative disease, an adverse consequence of overstimulation of one or more excitatory amino acids, schizophrenia, anxiety, convulsions, chronic pain, psychosis, anesthesia, and opiate tolerance, in a mammal in need of such treatment, comprising administering to said mammal an effective amount of a compound of claim 1.

55. (Original) The method according to claim 54, wherein said CNS related disorder is neuronal loss associated with stroke.

56. (Original) The method according to claim 54, wherein said CNS related disorder is ischemia.

57. (Original) The method according to claim 54, wherein said CNS related disorder is CNS trauma.

58. (Original) The method according to claim 54, wherein said CNS related disorder is hypoglycemia.

59. (Original) The method according to claim 54, wherein said CNS related disorder is the result of surgery.

60. (Original) The method according to claim 54, wherein said CNS related disorder is a neurodegenerative disease.

61. (Original) The method according to claim 60, wherein said neurodegenerative disease is selected from Alzheimer's disease or Parkinson's disease.

62. (Original) The method according to claim 54, wherein said CNS related disorder is schizophrenia.

63. (Original) The method according to claim 41, wherein the activity of  $\alpha 4$  integrin is inhibited.

64. (Original) The method according to claim 54, wherein the activity of  $\alpha 4$  integrin is inhibited.

65. (Original) The compound according to claim 17, wherein  $R^{12}$  and  $R^{13}$  are independently selected from:

